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December 28, 2009

RECORDATION NO. 28172 FILED

DEC 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D C 20423

Contract 3-7908 Rider 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: ICL Performance Products, LP
622 Emerson Road, Suite 500
St Louis, Missouri 63141]

A description of the railroad equipment covered by the enclosed document is:

50 railcars: SHPX 205646 - SHPX 205695.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to ICL Performance Products LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

ICL Performance Products LP

Contract 3-7908 under 3 dated 10/27/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205646
	Tank	SHPX	205647
	Tank	SHPX	205648
	Tank	SHPX	205649
	Tank	SHPX	205650
	Tank	SHPX	205651
	Tank	SHPX	205652
	Tank	SHPX	205653
	Tank	SHPX	205654
	Tank	SHPX	205655
	Tank	SHPX	205656
	Tank	SHPX	205657
	Tank	SHPX	205658
	Tank	SHPX	205659
	Tank	SHPX	205660
	Tank	SHPX	205661
	Tank	SHPX	205662
	Tank	SHPX	205663
	Tank	SHPX	205664
	Tank	SHPX	205665
	Tank	SHPX	205666
	Tank	SHPX	205667
	Tank	SHPX	205668
	Tank	SHPX	205669
	Tank	SHPX	205670
	Tank	SHPX	205671
	Tank	SHPX	205672
	Tank	SHPX	205673
	Tank	SHPX	205674
	Tank	SHPX	205675
	Tank	SHPX	205676
	Tank	SHPX	205677
	Tank	SHPX	205678
	Tank	SHPX	205679

Schedule A

Equipment

ICL Performance Products LP

Contract 3-7908 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205680
	Tank	SHPX	205681
	Tank	SHPX	205682
	Tank	SHPX	205683
	Tank	SHPX	205684
	Tank	SHPX	205685
	Tank	SHPX	205686
	Tank	SHPX	205687
	Tank	SHPX	205688
	Tank	SHPX	205689
	Tank	SHPX	205690
	Tank	SHPX	205691
	Tank	SHPX	205692
	Tank	SHPX	205693
	Tank	SHPX	205694
	Tank	SHPX	205695

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